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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

October 31, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 3, dated as of October 31, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement and Lease Supplement No. 3 being filed with the Board under Recordation Number 26580-B.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, DE 19890-0001
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Owner Trustee:	Wells Fargo Bank Northwest N.A. 299 South Main Street, 12th Floor Salt Lake City, UT 84111
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Mr. Vernon A. Williams  
October 31, 2006  
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A description of the railroad equipment covered by the enclosed document is:

235 gondola railcars: DKPX 610121 – DKPX 610355.

A short summary of the document to appear in the index is:

Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 3.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem  
Enclosures

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**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT AND TRUST  
INDENTURE SUPPLEMENT NO. 3  
(Surface Transportation Board)**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 3 ("Memorandum"), dated as of October 31, 2006, is between WILMINGTON TRUST COMPANY, not individually but solely as Indenture Trustee ("Indenture Trustee"), and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not individually but solely as Owner Trustee ("Owner Trustee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Owner Trustee has granted to the Indenture Trustee a security interest in all of Owner Trustee's right, title and interest in those certain railcars identified on Schedule 1 attached hereto (the "Equipment"), as indicated pursuant to the terms of that certain Trust Indenture and Security Agreement (DPC Trust 2006-1), dated as of September 28, 2006, and that certain Trust Indenture Supplement No. 3, dated October 31, 2006, between the Indenture Trustee and Owner Trustee.

B. In addition, other than Excepted Property, Owner Trustee has granted to the Indenture Trustee a security interest in that certain Equipment Lease Agreement (DPC Trust 2006-1) dated as of September 28, 2006, and that certain Lease Supplement No. 3 relating to the Equipment, dated October 31, 2006, between Owner Trustee, as Lessor, and Duke Energy Carolinas, LLC (f/k/a Duke Power Company LLC), as the Lessee.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

D. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page is intentionally left blank.]

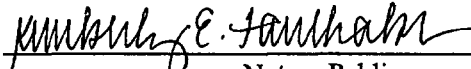
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WILMINGTON TRUST COMPANY, not individually  
but solely as Indenture Trustee

By:   
Name: Jose Paredes  
Title: Assistant Vice President

STATE OF DELAWARE )  
COUNTY OF NEW CASTLE ) ss:

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of NEW CASTLE this 20 day of October \_\_, 2006 by Jose Paredes, as AVP of Wilmington Trust Company, not individually but solely as Indenture Trustee.

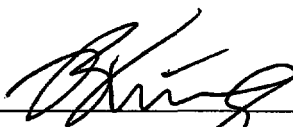
  
Notary Public

My commission expires: KIMBERLY ELIZABETH FAULHABER  
Notary Public - State of Delaware  
My Comm. Expires April 9, 2007

[Notarial Seal]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION, not individually but solely as Owner  
Trustee

By:   
Name: Brett R. King  
Title: Vice President

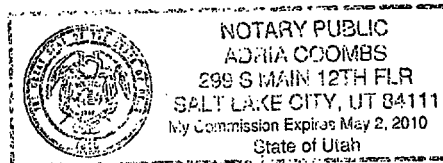
STATE OF UTAH                     )  
  ) ss:  
COUNTY OF Salt Lake         )

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of Salt Lake this \_\_\_\_ day of October \_\_, 2006 by Brett R. King, as Vice President of Wells Fargo Bank Northwest, National Association, not individually but solely as Owner Trustee.

  
Notary Public

My commission expires: \_\_\_\_\_

[Notarial Seal]



**SCHEDULE 1**

**OCTOBER 31, 2006 DELIVERY DATE:**

<u>Basic Group #</u>	<u>Description</u>	<u>Car Marks/Numbers</u>	<u>Manufacturer</u>
C	Two Hundred Thirty-Five (235) 122 ton capacity aluminum gondola railcars with nonrotary couplers and 4,402 cubic foot capacity	DKPX610121- DKPX610355 (Both Inclusive)	Trinity North American Freight Car, Inc.

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

10/30/06



\_\_\_\_\_  
Robert W. Alvord